

THE HONORABLE RICHARD A. JONES

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WASHINGTON
AT SEATTLE

SEATTLE CITY EMPLOYEES'
RETIREMENT SYSTEM, an agency of
the City of Seattle,

Plaintiff,

v.

EPSILON GLOBAL ACTIVE VALUE
FUND II, LTD., a British Virgin Islands
corporation, EPSILON GLOBAL
MASTER FUND II, L.P., a limited
partnership formed under the laws of the
Cayman Islands, EPSILON
INVESTMENT MANAGEMENT, LLC, a
Delaware limited liability company,
EPSILON GLOBAL ASSET
MANAGEMENT LTD., a corporation
formed under the laws of the Cayman
Islands, and STEVEN G.
STEVANOVICH, a resident of Florida,

Defendants.

No. 2:10-cv-555 RAJ

**DECLARATION OF JOSEPH M.
MCMILLAN IN SUPPORT OF
DEFENDANTS' OPPOSITION TO
PRELIMINARY INJUNCTION AND
REQUEST FOR DISSOLUTION OF
TEMPORARY RESTRAINING ORDER**

I, JOSEPH M. MCMILLAN, hereby declare as follows:

1. I am one of the attorneys for Defendants in the above-captioned action. I make this Declaration based upon personal knowledge, about which I am competent to testify.

2. Attached as Exhibit A is a true and correct copy of the Court's Transcript of Proceedings, dated April 2, 2010.

DECLARATION OF JOSEPH M. MCMILLAN
(NO. 2:10-CV-555) – 1

Perkins Coie LLP
1201 Third Avenue, Suite 4800
Seattle, WA 98101-3099
Phone: 206.359.8000
Fax: 206.359.9000

1 3. Attached as Exhibit B is a true and correct copy of a letter from my colleague
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3 Harry H. Schneider, Jr., to Plaintiff's counsel Bradley P. Thoreson, dated April 7, 2010.

4 4. Attached as Exhibit C is a true and correct copy of Mr. Schneider's letter to Mr.
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6 Thoreson, dated April 8, 2010.

7 5. Attached as Exhibit D is a true and correct copy of Mr. Schneider's letter to Mr.
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9 Thoreson, dated April 9, 2010.

10 6. Attached as Exhibit E is a true and correct copy of my letter to Mr. Thoreson,
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12 dated April 16, 2010.

13 7. Attached as Exhibit F is a true and correct copy of the Epsilon Global Active
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15 Value Fund II Ltd. Confidential Offering Memorandum, dated July 1, 2009.

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22 **I declare under penalty of perjury under the laws of the United**
23 **States that the foregoing is true and correct.**

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26 EXECUTED at Seattle, Washington this 28th day of April, 2010.

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Joseph M. McMillan


CERTIFICATE OF SERVICE

On the 28th day of April, 2010, I caused to be served upon the following, at the address stated below, via the method of service indicated, a true and correct copy of the foregoing document.

Bradley P. Thoreson	<input type="checkbox"/> Via hand delivery
Samuel T. Bull	<input type="checkbox"/> Via U.S. Mail, 1st Class,
Miriam H. Cho	Postage Prepaid
Foster Pepper PLLC	<input checked="" type="checkbox"/> Via CM/ECF system
1111 Third Avenue, Suite 3400	<input type="checkbox"/> Via Overnight Delivery
Seattle, WA 98101	<input type="checkbox"/> Via Facsimile
thorb@foster.com	<input checked="" type="checkbox"/> Via Email
bulls@foster.com	
chomi@foster.com	

I certify under penalty of perjury under the laws of the State of Washington that the foregoing is true and correct.

DATED at Seattle, Washington, this 28th day of April, 2010.


 Roxann P. Ditlevson